

# **Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines**

## **Majestic Group Holdings, Inc. n/k/a SecurCapital Holdings Corp.**

A Nevada Corporation

5256 S. Mission Road  
Suite 204  
Bonsall, CA 92003  
(800) 833-8250  
Mjog44@gmail.com

### **Quarterly Report For the Period Ending: June 30, 2019 (the "Reporting Period")**

As of June 30, 2019, the number of shares outstanding of our Common Stock was: 148,998.

As of December 31, 2018, the number of shares outstanding of our Common Stock was: 74,498,976.

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933 and Rule 12b-2 of the Exchange Act of 1934):

Yes: ☐ No: ☒ (Double-click and select "Default Value" to check)

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes: ☐ No: ☒

Indicate by check mark whether a Change in Control<sup>1</sup> of the company has occurred over this reporting period:

Yes: No: ☒

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<sup>1</sup> "Change in Control" shall mean any events resulting in:

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

## 1) Name of the issuer and its predecessors (if any)

In answering this item, please also provide any names used by predecessor entities in the past five years and the dates of the name changes.

On March 8, 2018, the Company changed its name from Majestic Oil & Gas, Inc. to Majestic Group Holdings, Inc.

On January 18, 2019 the Company amended its Articles of Incorporation to change its name from Majestic Group Holdings, Inc. to SecurCapital Holdings Corp.

Date and state (or jurisdiction) of incorporation (also describe any changes to incorporation since inception, if applicable) Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

Nevada

Has the issuer or any of its predecessors ever been in bankruptcy, receivership, or any similar proceeding in the past five years?

Yes: ☐

No: ☒

## 2) Security Information

Trading symbol: CQER  
Exact title and class of securities outstanding: common stock  
CUSIP: 81373X 106  
Par or stated value: par \$0.001

Total shares authorized: 400,000,000 as of date: 6/30/19  
Total shares outstanding: 148,998 as of date: 6/30/19  
Number of shares in the Public Float<sup>2</sup>: 67,193 as of date: 6/30/19  
Total number of shareholders of record: 101 as of date: 6/30/19

*Additional class of securities (if any):*

Trading symbol: N/A  
Exact title and class of securities outstanding: Series A Preferred  
CUSIP: N/A  
Par or stated value: \$0.001  
Total shares authorized: 1,000,000 as of date: 6/30/19  
Total shares outstanding: 1,000,000 as of date: 6/30/19

Trading symbol: N/A  
Exact title and class of securities outstanding: Series B Preferred  
CUSIP: N/A  
Par or stated value: \$0.001  
Total shares authorized: 2,000,000 as of date: 6/30/19  
Total shares outstanding: 0 as of date: 6/30/19

Trading symbol: N/A  
Exact title and class of securities outstanding: Series C Preferred  
CUSIP: N/A  
Par or stated value: \$0.001

<sup>2</sup> "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

Total shares authorized: 2,000,000 as of date: 6/30/19  
Total shares outstanding: 0 as of date: 6/30/19

### Transfer Agent

Name: Transfer Online  
Phone: (503) 227-2950  
Email: info@transferonline.com

Is the Transfer Agent registered under the Exchange Act?<sup>3</sup> Yes: ☒ No: ☐

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors:

None

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

Pursuant to a vote of the shareholder holding the majority voting rights, on January 17, 2019, the Company filed amended Articles of Incorporation in Nevada to change its name to SecurCapital Holdings, Inc. and to effectuate a 1-500 reverse split. FINRA approved these actions effective April 29, 2019. The Company's now trades under the symbol CQER.

### **3) Issuance History**

The goal of this section is to provide disclosure with respect to each event that resulted in any direct changes to the total shares outstanding of any class of the issuer's securities **in the past two completed fiscal years and any subsequent interim period**.

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services. Using the tabular format below, please describe these events.

#### **A. Changes to the Number of Outstanding Shares**

Check this box to indicate there were no changes to the number of outstanding shares within the past two completed fiscal years and any subsequent periods: ☐

Number of Shares outstanding as of January 1, 2017		<div> <u>Opening Balance:</u>  Common: <u>10,968,000</u>  Preferred: <u>1,000,000</u> </div>							
		*Right-click the rows below and select "Insert" to add rows as needed.							
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?

<sup>3</sup> To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

<u>January 1, 2017</u>	<u>New Issuance</u>	<u>93,500</u>	<u>Common</u>	<u>\$93.50</u>	<u>Yes</u>	<u>Steve Seely</u>	<u>Debt conversion</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>January 1, 2017</u>	<u>New Issuance</u>	<u>80,000</u>	<u>Common</u>	<u>80.00</u>	<u>Yes</u>	<u>Randal Amaden</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>March 1, 2017</u>	<u>New Issuance</u>	<u>49,087,500</u>	<u>Common</u>	<u>\$49.088</u>	<u>Yes</u>	Bakken Acquisition & Holdings, Inc.	<u>Acquisition</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>October 1, 2017</u>	<u>New Issuance</u>	<u>75,000</u>	<u>Common</u>	<u>\$75</u>	<u>Yes</u>	Darwin F. Arnold	<u>Conversion</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>November 1, 2017</u>	<u>New issuance</u>	<u>900,000</u>	<u>Common</u>	<u>\$900</u>	<u>Yes</u>	John Michael Parsons	<u>Conversion</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>November 1, 2017</u>	<u>New issuance</u>	<u>900,000</u>	<u>Common</u>	<u>\$900</u>	<u>Yes</u>	Waterstone Capital, Inc.	<u>Conversion</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>May 18, 2018</u>	<u>New Issuance</u>	<u>6,494,976</u>	<u>Common</u>	<u>\$6,500</u>	<u>Yes</u>	John Michael Parsons	<u>Conversion</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>October 3, 2018</u>	<u>News Issuance</u>	<u>400,000</u>	<u>Common</u>	<u>\$8,000</u>	<u>Yes</u>	Bryan Majors	<u>Stock for services</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>November 5, 2018</u>	<u>New Issuance</u>	<u>5,500,000</u>	<u>Common</u>	<u>\$5,500</u>	<u>Yes</u>	Waterstone Capital, Inc.	<u>Conversion</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
Shares Outstanding on <u>June 30, 2019</u>	<u>Ending Balance:</u> Common: <u>148,998*</u> Preferred: <u>1,000,000</u>								

**Example:** A company with a fiscal year end of December 31<sup>st</sup>, in addressing this item for its quarter ended September 30, 2018, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2016 through September 30, 2018 pursuant to the tabular format above.

Use the space below to provide any additional details, including footnotes to the table above:

\_\_\_\_\_  
\*This outstanding share amount reflects the 500-1 reverse stock split that occurred in April 2019.

## B. Debt Securities, Including Promissory and Convertible Notes

Use the chart and additional space below to list and describe any issuance of promissory notes, convertible notes or convertible debentures **in the past two completed fiscal years and any subsequent interim period.**

Check this box if there are no outstanding promissory, convertible notes or debt arrangements: ☐

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder	Reason for Issuance (e.g. Loan, Services, etc.)
<u>December 4, 2017</u>	<u>\$4,250</u>	<u>\$4,250</u>	<u>\$340</u>	<u>Past Due</u>	<u>Converts at \$.001 per share</u>	Blue Ridge Enterprises, LLC.	<u>Loan</u>
<u>June 4, 2014</u>	<u>\$2,050</u>	<u>\$18,700</u>	<u>_____</u>	<u>Past Due</u>	<u>Converts at \$.001 per share</u>	<u>Blue Ridge Enterprises, LLC</u>	<u>Loan</u>
<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>
<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>

Use the space below to provide any additional details, including footnotes to the table above:

\_\_\_\_\_

#### 4) Financial Statements

A. The following financial statements were prepared in accordance with:

☒ U.S. GAAP

☐ IFRS

B. The financial statements for this reporting period were prepared by (name of individual)<sup>4</sup>:

Name: Jesus Quintero, CPA

Title: CPA

Relationship to Issuer: None

Provide the financial statements described below for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

- C. Balance sheet;
- D. Statement of income;
- E. Statement of cash flows;
- F. Financial notes; and
- G. Audit letter, if audited

You may either (i) attach/append the financial statements to this disclosure statement or (ii) file the financial statements through OTCIQ as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

<sup>4</sup> The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

If you choose to publish the financial statements in a separate report as described above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to OTCIQ in the field below.

**N/A**

Financial statement information is considered current until the due date for the subsequent report (as set forth in the qualifications section above). To remain qualified for Current Information, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of each fiscal quarter-end date.

## **5) Issuer's Business, Products and Services**

The purpose of this section is to provide a clear description of the issuer's current operations. In answering this item, please include the following:

- A. Summarize the issuer's business operations (If the issuer does not have current operations, state "no operations")

Prior to December 9, 2018 the Company was in the business of servicing industrial facility waste tanks. In December 2018 it changed its business to consulting services with the payment of Cannabis related businesses.

On December 9, 2018, the Company underwent a change in control and changed its business as it is no longer engaged in the oil and gas business. The Company is currently engaged in marketing services for a company which sells advanced nutrition packets. The Company intends to expand its marketing services to other companies.

On May 24, 2019 the Company appointed Robert Coale as its President and Chief Executive Officer. Mr. Coale is the President of CFS Capital Group, Inc., a firm focused on business consulting, private equity investments, financial and strategic joint venture facilitation, including telecommunications, banking, fund raising, non-profit, retirement, entertainment, licensing, gateway interface/merchant processing, real estate development, and strategic planning. Mr. Coale holds a Master's in Business Administration, with an emphasis on International Marketing and Strategic Planning from Pepperdine University awarded in 1992; a Bachelors of Science with an emphasis in Finance from the University of Southern California awarded in 1982, and is currently a member of the Advisory Board to Everlert, Inc. (OTC: EVLI) and an independent director of Marijuana Company of America, Inc. (OTC: MCOA).

- B. Describe any subsidiaries, parents, or affiliated companies, if applicable, and a description of their business contact information for the business, officers, directors, managers or control persons. Subsidiary information may be included by reference

The Company currently has one subsidiary, MJOG and SecurCapital, Inc. which operates its business. The corporation is domiciled in California and its address is 3505 EL CAMINO REAL, PALO ALTO CA 94306. The CEO and sole director of the entity is James Hancock.

- C. Describe the issuers' principal products or services, and their markets

See above.

## **6) Issuer's Facilities**

The Issuer currently operates from a debt holder's office rent free which is located at 5256 S. Mission Road, Suite 204, Bonsall, CA 92003.

## **7) Officers, Directors, and Control Persons**

Using the tabular format below, please provide information regarding any person or entity owning 5% or more of the issuer, as well as any officer, and any director of the company, regardless of the number of shares they own.

Name of Officer/Director and Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
<u>Arielle Tolchin</u>	<u>Preferred Shareholder</u>	<u>5256 S. Mission Road, Suite 204, Bonsall, CA 92003.</u>	<u>1,000,000</u>	<u>Preferred</u>	<u>100</u>	_____
<u>Robert Coale</u>	<u>President/CEO</u>	<u>520 S. Grand Ave, Suite 320, Los Angeles, CA 90071</u>	<u>0</u>	<u>N/A</u>	<u>NONE</u>	Robert Coale does not own any shares of any class as of the date of this filing
_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____

## 8) Legal/Disciplinary History

A. Please identify whether any of the persons listed above have, in the past 10 years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

None.

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

None.

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

None.

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

None.

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties

thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

None.

## 9) Third Party Providers

Please provide the name, address, telephone number and email address of each of the following outside providers:

### Securities Counsel

Name: Eric P. Littman  
Firm: Eric P. Littman, P.A.  
Address 1: 7695 SW 104<sup>th</sup> Street, Suite 210  
Address 2: Miami, FL 33156  
Phone: (305) 663-3333  
Email: littmanlaw@gmail.com

### Accountant or Auditor

Name: Robert Hymers  
Firm: Pinnacle Consulting Services, Inc.  
Nature of Services: Consultant  
Address 1: 520 S. Grand Ave Suite 320, Los Angeles, Ca 90071  
Address 2: \_\_\_\_\_  
Phone: 310-926-3980  
Email: robertymers@yahoo.com

### Investor Relations Consultant

Name: None  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

### Other Service Providers

Provide the name of any other service provider(s), including, counsel, advisor(s) or consultant(s) **that assisted, advised, prepared or provided information with respect to this disclosure statement**, or provided assistance or services to the issuer during the reporting period.

**N/A**

## 10) Issuer Certification

*Principal Executive Officer:*

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities).

The certifications shall follow the format below:

I, Robert Coale certify that:



1. I have reviewed this Quarterly report of SecureCapital Holdings, Corp.
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

September 28, 2019 [Date]

/s/ Robert Coale [CEO's Signature]

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

*Principal Financial Officer:*

I, Robert Coale certify that:

1. I have reviewed this Quarterly report of SecureCapital Holdings, Corp.
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

September 28, 2019 [Date]

/s/ Robert Coale [CFO's Signature]

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

**Majestic Group Holdings, Inc. n/k/a  
SecurCapital Holdings Corp.**

**Quarterly Report**

**For the quarter ended**

**June 30, 2019**

Unaudited Balance Sheets at June 30, 2019 and December 31, 2018	F-1
Unaudited Statements of Operations for the three ended June 30, 2019 and 2018	F-2
Unaudited Statements of Stockholders Deficit for the periods ending June 30, 2019 and June 30, 2018	F-3
Unaudited Consolidated Statements of Cash Flows for the six months ended June 2019 and 2018	F-4
Notes to the Unaudited Consolidated Financial Statements	F-5 to F-10

SECURCAPITAL		
BALANCE SHEET		
(Unaudited)		
	6/30/19	12/31/18
<b>ASSETS</b>		
<b><u>Current Assets</u></b>		
Cash	\$1,215	21,137
Loan receivable	87,034	115,593
Loan to affiliate	28,559	0
Prepaid Expenses	11,716	0
Prepaid Taxes	4,304	0
Deposit and Other Current Assets	500	10,040
<b>Total Current Assets</b>	<b>133,328</b>	<b>146,770</b>
<b><u>Other Assets</u></b>		
Investments	500	500
Software	1,354	1,354
<b>TOTAL ASSETS</b>	<b>135,182</b>	<b>148,624</b>
<b>LIABILITIES AND EQUITY</b>		
<b><u>Liabilities</u></b>		
Deferred revenues	35	35
Convertible Promissory Notes, Net	6,300	6,300
<b>Total Liabilities</b>	<b>6,335</b>	<b>6,335</b>
<b><u>SHAREHOLDER'S EQUITY</u></b>		
Common stock Common Stock - \$0.001 par value; 100,000,000 shares authorize; issued and outstanding 148,998 and 148,998 shares, respectively.	74,499	74,499
Additional Paid-In Capital	871,451	871,451
Retained Earnings	(797,361)	(803,661)
Net Income (loss)	(19,742)	0
<b>Total Shareholder's Equity</b>	<b>128,847</b>	<b>142,289</b>
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>\$135,182</b>	<b>\$148,624</b>

SECURCAPITAL			
INCOME STATEMENT			
FOR THE THREE MONTHS ENDED JUNE 30, 2019 AND 2018			
(UNAUDITED)			
	FOR THE 6 MONTHS ENDED JUNE 30,		
	2019		2018
<b>Revenues</b>			
Product revenues	\$0		222,897
Consulting revenues	<u>10,700</u>		
<b>Total Revenues</b>	<b>10,700</b>		<b>222,897</b>
<b>Cost Of Goods Sold</b>	<b>\$0</b>		<b>24,609</b>
<b>Administrative and operating expenses</b>			
General and Administrative	5		80,092
Dues and subscriptions	3,000		
Meals and entertainment	46		
Depreciation	0		592
Professional fees	27,391		
Sales and Marketing	<u>0</u>		109,196
<b>Total Administrative and operating expenses</b>	<b>30,442</b>		<b>189,880</b>
<b>Operating loss</b>	<b>(19,742)</b>		<b>8,408</b>
<b>Other Income</b>			
Other Income	<u>0</u>		56,930
<b>Total Other income</b>	<b>0</b>		<b>56,930</b>
Income from discontinued operations	<u>0</u>		
<b>Loss before income taxes</b>	<b>(19,742)</b>		<b>65,338</b>
Income Tax	<u>0</u>		
<b>NET LOSS</b>	<b>(\$19,742)</b>		<b>122,268</b>
<b>Net Income per share</b>	<b>\$ (0.000)</b>		<b>\$ 0.002</b>
<b>Weighted average shares outstanding</b>	<b>74,498,976</b>		<b>64,156,486</b>

SECURCAPITAL								
STOCKHOLDER'S DEFICIT								
(UNAUDITED)								
					Common			
					Stock	Additional		Total
					To be	Paid-In	Accumulated	Stockholder's
					Issued	Capital	Deficit	Deficit
Balance, December 31, 2016	10,968,000	\$10,968				\$1,329,327	(\$1,418,685)	(\$78,390)
Issuance of stock for:								
Conversion of convertible debentures	2,048,500	\$2,049				(\$71)		\$1,978
Acquisition of Bakken Holdings Inc.	49,087,500	\$49,088				\$768,713	(\$821,815)	(\$4,015)
Services			1,000,000	\$1,000				\$1,000
Stock to be issued					\$39,250			\$39,250
Consolidation of MJ Holdings							(\$315,780)	(\$315,780)
Net Loss							(\$113,377)	(\$113,377)
Balance, December 31, 2017	62,104,000	\$62,104	1,000,000	\$1,000	\$39,250	\$2,097,969	(\$2,669,657)	(\$469,334)
Issuance of stock for:								
Conversion of convertible debentures	4,300,000	\$4,300				\$81,081		\$85,381
Common stock issued for services	8,094,976	\$8,095						\$8,095
Ajustment for Preferred Shares			(1,000,000)	(\$1,000)	(\$39,250)	\$39,250		(\$1,000)
Sale of Majestic Holding						(\$1,346,849)	\$2,034,858	\$688,009
Net Loss							(\$168,862)	(\$168,862)
Balance, December 31, 2018	74,498,976	\$74,499	0	\$0	\$0	\$871,451	(\$803,661)	\$142,289
PY Adjustment to R.E.							\$6,300	\$6,300
Net Loss - Q2 2019							(\$19,742)	(\$19,742)
Effects of Reverse Stock Split	148,998	(\$74,350)					\$74,350	\$0
Balance, June 30, 2019	148,998	\$149	0	\$0	\$0	\$871,451	(\$742,753)	\$128,847

**SECURCAPITAL**  
**STATEMENT OF CASHFLOWS**  
**(UNAUDITED)**

**For the 6 months ended June 30,**  
**2019                      2018**

Cash flows from operating activities:

Net profit	\$	(19,742)	\$	65,338
Adjustments to reconcile net loss to net cash used in operating activities:				
Depreciation and amortization		-		592
Accrued Interest		-		24,527
Changes in assets and liabilities:				
Other current assets		(180)		
Loan to Affiliates		(28,559)		
Accounts payable and accrued expenses		-		19,317
Net cash used in operating activities		<u>(48,481)</u>		<u>109,774</u>

Cash flows from investing activities

Loans receivable		28,559		(88,620)
Funds Invested in JV				(16,000)
Purchase of Software				(1,452)
Loans to affiliate		-		(27,808)
		<u>-</u>		
Net cash used in investing activities		28,559		(133,880)

Cash flows from financing activities:

Proceeds from Note Payable		-		9,350
Net cash provided by financing activities		<u>-</u>		<u>9,350</u>

Net increase (decrease) in cash (19,922) (14,756)

Cash at beginning of period 21,137 15,343

Cash at end of period \$ 1,215 \$ 587

Supplemental Schedule of Cash Flow Information:

Cash paid for interest	\$	-	\$	-
Cash paid for income taxes	\$	-	\$	-

Supplemental Schedules of Noncash Investing and Financing Activities:

Conversion of notes payable and accrued interest \$ - \$ 3,500

## **Notes to the Financial Statements**

### **June 30, 2019**

#### **NOTE 1 - ORGANIZATION AND OPERATIONS**

Majestic Oil & Gas, Inc. was in the oil production business until the first quarter of 2017 at which time it began to shift its strategic direction, and executed the acquisition of Bakken Acquisition & Holdings, Inc. which holds the license to a patented product for the remediation of subterranean organic contamination.

On November 3, 2017, the Company acquired a 51% interest in ATC, Inc. a company engaged in the repair and servicing of various industrial facility waste tanks. Through their innovative techniques and specialized equipment, they remove built up byproducts of the production process to restore production capacity, remove potential hazards and contaminants, as well as maintain certain types production equipment.

In December 2017, Majestic Oil & Gas, Inc. began the process of changing its name to Majestic Group Holdings. The company is repositioning itself to acquire and build a portfolio of some of “Stand Alone” medical clinics. With demand rising for affordable health care, and the cost of medical degrees reaching astronomical heights, we believe the time is right for a contracted care network of physicians and treatment facilities that will provide exceptional medical care at affordable prices. We bring the best management available to expand these locations to their maximum growth, and potential. Majestic has acquired other companies as well, to create tremendous synergy, and to bring additional revenue, and with the greatest structure possible, the company will deliver the strongest values for their shareholders.

Pursuant to a vote of the shareholder holding the majority voting rights, on January 17, 2019, the Company filed amended Articles of Incorporation in Nevada to change its name to SecurCapital Holdings, Inc. and to effectuate a 1-500 reverse split. FINRA approved these actions effective April 29, 2019. The Company’s now trades under the symbol CQER.

On January 1, 2019, The Company entered into a marketing and consulting agreement with Telogenix Inc. to provide marketing and website development services for Telogenix advance daily nutrients product.

#### **NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

##### Basis of Presentation

The accompanying financial statements are prepared in accordance with accounting principles generally accepted in the United States of America. On March 31, 2017, the Company acquired Bakken Acquisition and Investment Corporation as the Company’s wholly-owned subsidiary. For purposes of these financial statements, all financial amounts, including the income, expenses, assets, liabilities, shareholders’ equity/(deficit), cash flows and stock shares, are presented on a consolidated basis as though Bakken was a wholly-owned subsidiary of the Company as of the date indicated including the financial amounts for dates prior to the merger on March 31, 2017.

##### Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

##### Cash and Cash Equivalents

For purposes of the statements of cash flows, cash equivalents include all highly liquid investments with original maturities of three months or less which are not securing any corporate obligations. The Company maintains its cash in bank deposit accounts, which, at times, may exceed federally insured limits. The Company has not experienced any losses in such accounts.



#### Accounts Receivable

Accounts receivable are stated at the amount management expects to collect from outstanding balances. Accounts receivable as of June 30, 2019 and December 31, 2018 are \$-0- respectively.

#### Prepaid Expenses

Prepaid expenses consist primarily of short-term prepaid expenditures that will amortize within one year.

#### Oil and Gas Properties

The Company utilized the full cost method of accounting for oil and gas properties. Accordingly, all costs associated with the acquisition, exploration and development of oil and gas reserves (including costs of abandoned leaseholds, delayed lease rentals, dry hole costs, geological and geophysical costs, certain internal costs associated directly with acquisition, drilling and well equipment inventory, exploration and development activities, estimated dismantlement and abandonment costs, site restoration and environmental exit costs, etc.) were capitalized.

All capitalized costs of oil and gas properties, net of estimated salvage values, plus the estimated future costs to develop proven reserves, have been amortized on the unit-of-production method using estimates of proven reserves. Investments in unproven properties and major development projects are not amortized until proven reserves associated with the projects can be determined or until impairment occurs. If the results of an assessment indicate that the properties are impaired, the amount of the impairment was added to the capitalized costs to be amortized.

In addition, capitalized costs were subject to a “ceiling test” which basically limits such costs to the aggregate of the “estimated present value,” discounted at a 10-percent interest rate, of future net revenues from proven reserves, based on current economic and operating conditions, plus the lower of cost or fair market value of unproven properties.

Gains or losses were not recognized upon the sale or other disposition of oil and gas properties, unless the sale represented a significant portion of oil and gas interests and the gain significantly alters the relationship between capitalized costs and proven oil and gas reserves of the cost center.

The properties were fully impaired as of June 2016. We maintain a reserve for the retirement of the assets.

#### Impairment of Oil and Gas Properties

The Company evaluates the recoverability of its oil and gas properties if circumstances indicate impairment may have occurred. This analysis was performed by comparing the respective carrying values of the assets to the current and expected future cash flows, on an undiscounted basis, to be generated from such assets. In that event, a loss was recognized based on the amount by which the carrying amount exceeds the fair value of the long-lived assets. Loss on long-lived assets to be disposed of was determined in a similar manner, except that fair values were reduced for the cost of disposal. The Company recognized an accumulated impairment cost of \$13,163 and \$13,163 for the periods ended December 31, 2018 and December 31, 2017 respectively, and an impairment expense of \$-0- and \$-0- for the periods ended December 31, 2018 and March 31, 2019, respectively.

#### Revenue Recognition

The Company follows the guidance of ASC Topic 605, formerly, SAB 104 for revenue recognition. In general, the Company records revenue when persuasive evidence of an arrangement exists, services have been rendered, the sales price to the customer is fixed or determinable, and collectability is reasonably assured.

### Income Taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carry forwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. A valuation allowance is provided for deferred tax assets if it is more likely than not these items will either expire before the Company is able to realize their benefits, or that future deductibility is uncertain.

The Company also follows the guidance related to accounting for income tax uncertainties. In accounting for uncertainty in income taxes, the Company recognizes the financial statement benefit of a tax position only after determining that the relevant tax authority would more likely than not sustain the position following an audit. For tax positions meeting the more likely than not threshold, the amount recognized in the financial statements is the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement with the relevant tax authority. No liability for unrecognized tax benefits was recorded as of June 30, 2019 and December 31, 2018.

### Stock-Based Compensation

The Company records stock-based compensation at fair value as of the date of grant and recognizes the corresponding expense over the requisite service period (usually the vesting period), utilizing the Black-Scholes option-pricing model. The volatility component of the calculation is based on the historic volatility of the Company's stock or the expected future volatility. The expected life assumption is primarily based on historical exercise patterns and employee post-vesting termination behavior. The risk-free interest rate for the expected term of the option is based on the U.S. Treasury yield curve in effect at the time of grant. Prior to December 31, 2016 Bakken issued, and then cancelled, a flexible stock option plan which provided for the grant of certain stock options to enhance the long-term stockholder value of the Company by offering opportunities to its directors, advisory directors, officer, employees and eligible consultants to acquire and maintain stock ownership in the Company. Additionally, prior to December 31, 2016, Bakken issued, and then cancelled, certain shares of preferred stock in payment of services, leadership and innovative business operational strategies for its CEO.

### Loss per Common Share

Basic earnings per share are calculated by dividing income available to common stockholders by the weighted average number of common shares outstanding. Diluted earnings per share are based on the assumption that all dilutive convertible shares and stock options and warrants were converted or exercised. Dilution is computed by applying the treasury stock method. Under this method, warrants and options are assumed to be exercised at the beginning of the period (or at the time of issuance, if later), and as if funds obtained thereby were used to purchase common stock at the average market price during the period.

### Recently Adopted Accounting Pronouncements

The Company has implemented all new accounting pronouncements that are in effect and that may impact its financial statements and does not believe that there are any other new pronouncements that have been issued that might have a material impact on its financial position or results of operations.

### **NOTE 3 - GOING CONCERN**

The accompanying financial statements have been prepared on a going concern basis which contemplates the

realization of assets and the satisfaction of liabilities in the normal course of business. As shown in the financial statements, during the six-months ended June 30, 2019 the Company incurred a net loss attributable to common shareholders of \$19,742, compared to a net loss, for the period ended June 30, 2018 of (\$122,268).

The financial statements do not include any adjustment relating to the recoverability and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

The Company is taking certain steps to provide the necessary capital to continue its operations. These steps include but are not limited to: 1) focus on our new business model and 2) raising equity financing.

#### **NOTE 4 – ASSET RETIREMENT OBLIGATIONS**

The Company recognizes the present value of obligations associated with the retirement of tangible long-lived assets in the period in which it is incurred. The liability is capitalized as part of the related asset's carrying amount. Over time, accretion of the liability is recognized as an operating expense and the capitalized cost is depreciated over the expected useful life of the related asset. The Company's retirement obligations are related to plugging, dismantlement, removal, site reclamation and similar activities of its oil and gas exploration activities. The estimated future cost to plug and abandon the Company's gas wells was estimated to be \$13,163 as of September 30, 2018 and was part of the discontinued operations as of March 31, 2019. The estimated liability is based on historical experience in plugging and abandoning wells, estimated cost to plug and abandon wells in the future and federal and state regulatory requirements.

#### **NOTE 5 – DORA LICENSE AGREEMENT**

In January 2015, Bakken executed an exclusive license agreement (the "License Agreement") with ESP Environmental Service Products Inc., ("ESP"), pursuant to which ESP granted to the Company an exclusive license to sell, market and distribute a technology and resulting product used for treatment and bioremediation of soil and groundwater systems contaminated by crude oil, gasoline, diesel, fuel oil, and other hydrocarbons, which is patented under U.S. Patent No. 7,468,469 issued to ESP on December 23, 2008 (the "Remediation Technology"). The license continues until the patent expires on May 13, 2026.

Inventors of the DORA Remediation Technology, Robert Hollabuagh and I. Richard Schaffner, obtained the patent from the U.S. Copyright, Trademark and Patent Office, filed February 24, 2005 and continued-in-part December 23, 2008, Patent No. 7,468,469, (the "Patent"). The Patent was assigned to Environmental Services Products, Inc. ("ESP") and in January 2015, Bakken acquired the exclusive license for the Patent. The invention as patented relates to the field of biological stimulants and, in particular, to such stimulants used in the attenuation of environmental contaminants.

#### **NOTE 6 – PREFERRED STOCK**

Effective October 5, 2016, the Company filed an amendment to its articles of incorporation with the Nevada Secretary of State creating 10,000,000 shares of preferred stock. The Board of Directors is authorized to divide the 10,000,000 shares of preferred stock from time to time into one or more series, and to determine or change by resolution for each such series its designation, the number of shares of such series, the powers, preferences and rights and the qualifications, limitations or restrictions for the shares of such series. The resolution or resolutions of the Board of Directors providing for the division of such preferred stock into series may include the provisions relating to the number of shares in each class or series, voting rights, dividend rights, redemption rights, dissolution rights, conversion rights and any other provisions regarding the powers preferences and rights, and the qualifications, limitations or restrictions, for each such series which are not inconsistent with applicable law.

Effective May 31, 2018 the Company filed with the Nevada Secretary of State regarding the designation of 1,000,000 shares as Series A preferred stock at \$0.001 par value per share and setting forth its respective rights, preferences and limitations.

The holder of the Series A Preferred Stock shall at their option convert the shares of Series A Preferred Stock into shares of common stock on a one for one thousand basis. The Series A Preferred Stock are anti-dilutive to reverse splits, and therefore in the case of a reverse split, are convertible to the number of common shares after the reverse split as would have been equal to the conversion rate of one to one.

The Corporation may redeem the Series A Preferred Stock by providing a five-day notice to the holder of the Series A Preferred Shares and then redeem such Series A Preferred Shares at a redemption price of \$0.001. Additionally, each holder of outstanding shares of Series A Preferred Stock shall be entitled to cast 1,000 votes for each Series A Preferred Stock held of record.

Effective May 31, 2018 the Company filed with the Nevada Secretary of State regarding the designation of 2,000,000 shares as Series B preferred stock at \$0.001 par value per share and setting forth its respective rights, preferences and limitations.

The holder of the Series B Preferred Stock shall at their option convert the shares of Series B Preferred Stock into shares of common stock on a one for one hundred fifty basis. The Series B Preferred Stock are anti-dilutive to reverse splits, and therefore in the case of a reverse split, are convertible to the number of common shares after the reverse split as would have been equal to the conversion rate of one to one.

Holder of outstanding shares of Series B Preferred Stock have no voting rights with common shareholders for each Series B Preferred Stock held of record.

Effective May 31, 2018 the Company filed with the Nevada Secretary of State regarding the designation of 2,000,000 shares as Series C preferred stock at \$0.001 par value per share and setting forth its respective rights, preferences and limitations.

The holder of the Series C Preferred Stock shall at their option convert the shares of Series C Preferred Stock into shares of common stock on a one for two hundred fifty basis. The Series C Preferred Stock are anti-dilutive to reverse splits, and therefore in the case of a reverse split, are convertible to the number of common shares after the reverse split as would have been equal to the conversion rate of one to one.

Holder of outstanding shares of Series C Preferred Stock have no voting rights with common shareholders for each Series C Preferred Stock held of record.

## **NOTE 7 – ACQUISITION OF AND DISPOSAL OF BAKKEN ACQUISITIONS AND INVESTMENT CORPORATION**

On March 31, 2017, the Company acquired Bakken Acquisition and Investments Corporation, (“Bakken”) a Nevada corporation incorporated on August 10, 2012, and Bakken became a wholly-owned subsidiary of the Company when the Bakken shareholders exchanged all of their stock in Bakken for 49,087,500 shares of the Company. Effective November 29, 2019, the Company conveyed all its interest in Bakken to MJ Holdings, Inc., a Florida corporation.

## **NOTE 8 – ACQUISITION OF MAJORITY INTEREST IN ATC, INC.**

On November 3, 2017, the Company entered into an agreement to acquire fifty one percent (51%) of the outstanding shares of ATC Holdings, Inc. (“ATC”) a Florida corporation with an effective date of October 1, 2017. The shareholders of ATC were to receive Series B Preferred Stock, par value \$0.001 of Majestic Oil & Gas, Inc. on an “earn out” basis as business and profitability develop. Due to a failure of condition precedents, the Company never issued the Series Preferred Stock and then effective November 29, 2018, assigned all its interest, if any, of ATC to MJ Holdings, Inc.

**NOTE 9 – DISCONTINUED OPERATIONS**

On December 10, 2019, MJ Holdings, Inc., sold 1,000,000 shares of Series A Convertible Preferred Stock of Majestic Group Holdings, Inc., to Arielle Tolchin for \$193,700. Contemporaneously with this transaction, \$6,300 of principal debt was acquired from CAP 31 Services, Inc and Waterstone Capital LLC by Blue Ridge Enterprises LLC. The \$6,300 is reported on the balance sheet as a convertible note for the quarter ended March 31, 2019.

**NOTE 10 – ACCOUNTS PAYABLE AND DEBT**

On January 15, 2019, the company received an invoice for services from Pinnacle Consulting Services for \$12,500 that was recorded as an Accounts Payable for accounting and consulting services rendered.

**NOTE 10 – SUBSEQUENT EVENTS**

There are no subsequent events for the quarter ended June 30, 2019